

MAY 29 '12 -3 54 PM

SURFACE TRANSPORTATION BOARD

## FIRST UNION RAIL

One O'hare Centre  
6250 River Rd, Suite 5000  
Rosemont, IL 60018

Tel 847.318.7575  
Fax 847.318.7588  
www.firstunionrail.com

VIA UPS NEXT DAY AIR

May 25, 2012

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W., Suite 100  
Washington, DC 20423-0001

**Re: Memorandum of Lease Agreement**

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated December 15, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under primary Recordation Number 29647.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Centre  
6250 N. River Road, Suite 5000  
Rosemont, IL 60018

Lessee: South Carolina Electric & Gas Company  
100 Scana Parkway  
Cayce, SC 29033

A description of the railroad equipment covered by the enclosed document is for one hundred ten (110) gondola cars having FURX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows:                      Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne  
Senior Rail Documentation Specialist

Enclosures  
(SCEG004)

ASSGN. NO.: SCEG004

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## MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 15 day of DECEMBER, 2011, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and South Carolina Electric & Gas Company, a South Carolina corporation.

## WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of January 28, 2011, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 3 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of January 2, 2012, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: [Signature]Name: JOHN J. THOMAS  
PRESIDENTBy: Susan Grokulska

Title: \_\_\_\_\_

Name: SUSAN GROKULSKYTitle: ASSISTANT DIRECTOR  
OF DOCUMENTATIONExecuted on this 4<sup>th</sup> day of January, 2012

[CORPORATE SEAL]

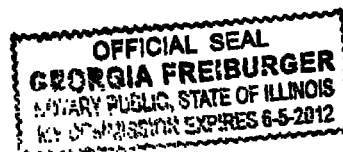
STATE OF ILLINOISCOUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that JOHN J. THOMAS personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 4<sup>th</sup> day of January, 2012.

Notary Public

My Commission Expires:

6-2012  
(Notary Public)


**LESSEE:**

**SOUTH CAROLINA ELECTRIC & GAS COMPANY**

**ATTEST:**

By: Michael Shinn

Name: Michael Shinn

By: Donnie E. Peake Jr.

Title: Gen Mgr. Coal & Oil Proc.

Name: DONNIE PEAKE JR.

Title: SPEC-TRANSPORTATION LOGISTICS Executed on this 15 day of DECEMBER, 2011.

[CORPORATE SEAL]

STATE OF South Carolina

COUNTY OF Richland

I, Gail C. Vesselles, a Notary Public of the County and State aforesaid, certify that Michael D. Shinn personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 15<sup>th</sup> day of December, 2011.

Gail C. Vesselles  
Notary Public

Commission Expires:

2-8-2020  
(Notary Public)

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: One hundred ten (110)

DESCRIPTION OF CARS: Gondola Cars.

**CAR NUMBERS:**

1 FURX 964151	38 FURX 964191	75 FURX 964231
2 FURX 964152	39 FURX 964192	76 FURX 964232
3 FURX 964153	40 FURX 964193	77 FURX 964233
4 FURX 964154	41 FURX 964194	78 FURX 964234
5 FURX 964155	42 FURX 964195	79 FURX 964235
6 FURX 964156	43 FURX 964196	80 FURX 964236
7 FURX 964157	44 FURX 964197	81 FURX 964237
8 FURX 964158	45 FURX 964198	82 FURX 964238
9 FURX 964159	46 FURX 964199	83 FURX 964239
10 FURX 964161	47 FURX 964200	84 FURX 964240
11 FURX 964164	48 FURX 964201	85 FURX 964241
12 FURX 964165	49 FURX 964202	86 FURX 964242
13 FURX 964166	50 FURX 964203	87 FURX 964243
14 FURX 964167	51 FURX 964204	88 FURX 964244
15 FURX 964168	52 FURX 964205	89 FURX 964245
16 FURX 964169	53 FURX 964206	90 FURX 964247
17 FURX 964170	54 FURX 964207	91 FURX 964249
18 FURX 964171	55 FURX 964208	92 FURX 964250
19 FURX 964172	56 FURX 964209	93 FURX 964251
20 FURX 964173	57 FURX 964210	94 FURX 964252
21 FURX 964174	58 FURX 964211	95 FURX 964254
22 FURX 964175	59 FURX 964212	96 FURX 964255
23 FURX 964176	60 FURX 964213	97 FURX 964256
24 FURX 964177	61 FURX 964215	98 FURX 964257
25 FURX 964178	62 FURX 964216	99 FURX 964258
26 FURX 964179	63 FURX 964217	100 FURX 964259
27 FURX 964180	64 FURX 964218	101 FURX 964260
28 FURX 964181	65 FURX 964219	102 FURX 964261
29 FURX 964182	66 FURX 964220	103 FURX 964262
30 FURX 964183	67 FURX 964221	104 FURX 964263
31 FURX 964184	68 FURX 964222	105 FURX 964264
32 FURX 964185	69 FURX 964223	106 FURX 964265
33 FURX 964186	70 FURX 964224	107 FURX 964266
34 FURX 964187	71 FURX 964225	108 FURX 964267
35 FURX 964188	72 FURX 964226	109 FURX 964269
36 FURX 964189	73 FURX 964229	110 FURX 964270
37 FURX 964190	74 FURX 964230	